

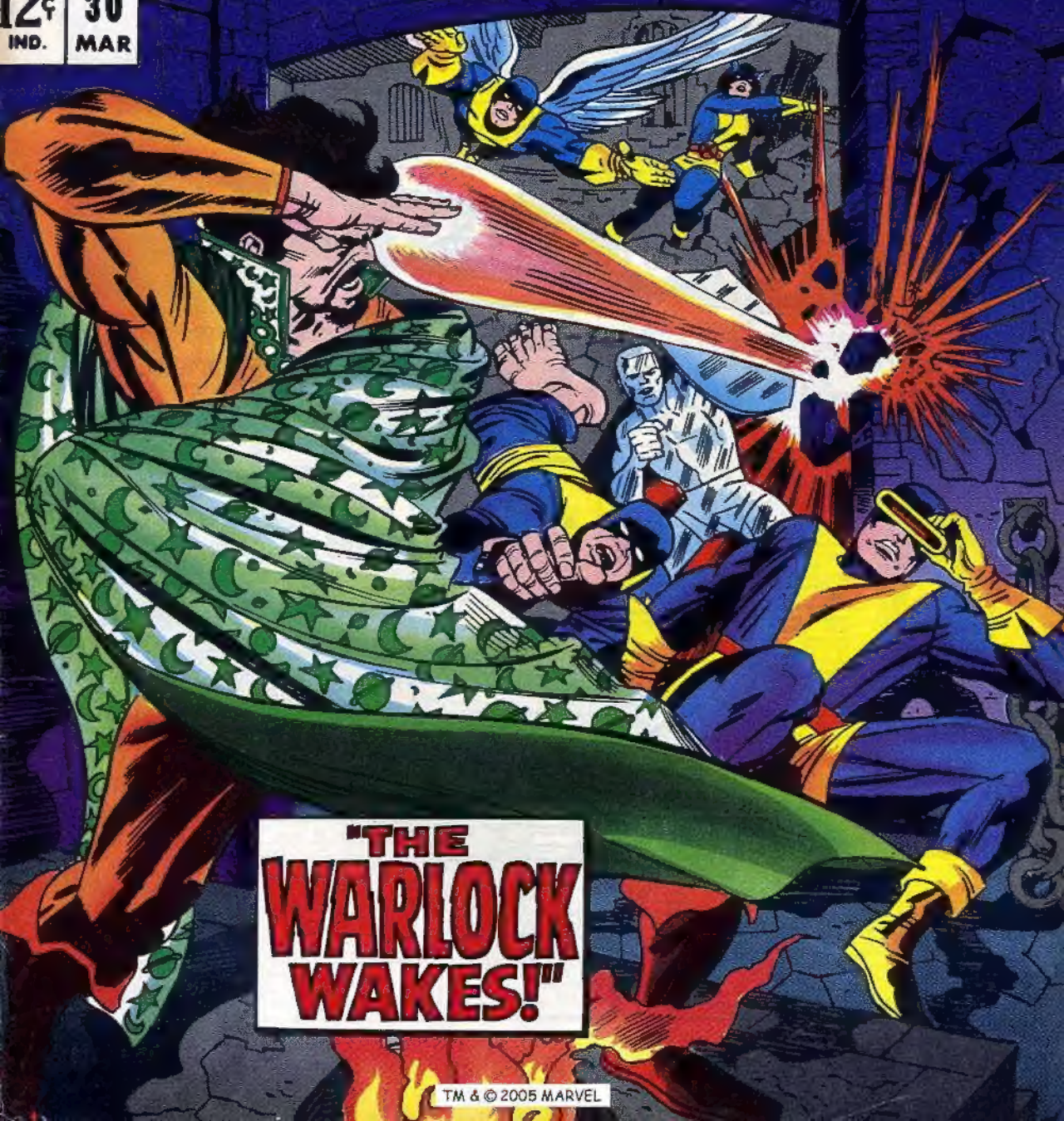


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X-MEN



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WAKES!"**

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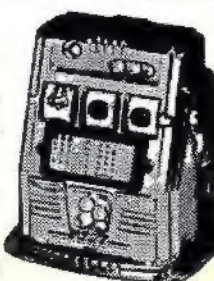


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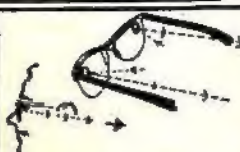
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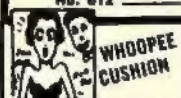
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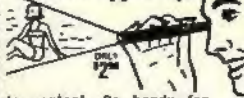
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"THE WARLOCK WAKES!"

OUR PULSATING PRELUDE:

RECUPERATING FROM THEIR BATTLE WITH THE SINISTER SUPER-ADAPTOR (LAST ISH), THE X-MEN ARE ABOUT TO BEGIN AN OVERDUE SESSION IN THE DANGER ROOM, WHEN, SUDDENLY--BUT LOOK FOR YOURSELF!!

WHO IS... THE WARLOCK? AND WHAT MAGICAL RITUAL HE PLANS FOR (HANG MAN) TIGER--LOOSE IN THE DANGER ROOM--IS REALLY GONNA GRAB YA!)

HEADS UP, MY COSTUMED COMPEERS! TELL THE BEWILDERED BEAST THAT HE ISN'T A VICTIM OF HALLUCINATIONS!

TELL ME THAT I DON'T BEHOLD A GIANT, GLOWING HAND MATERIALIZING FROM THIN AIR!

NO CAN DO, HANK! I SEE IT, TOO! AND IT'S DRAWING US TO IT-- LIKE A MAGNET!

DON'T TRY TO FIGHT BACK, ANY OF YOU--NOT TILL WE FIND OUT WHAT WE'RE UP AGAINST!

BUT, WHAT KIND OF BEING COULD BE ATTACKING US THIS WAY-- AND WHY?

I DON'T KNOW-- BUT, I'VE GOT A HUNCH WE'RE GONNA FIND OUT-- AND FAST!

BULLETIN FOR ART BUFFS: SINCE WONDEROUS WERNER ROTH IS SO BUSY WORKING ON OUR NEXT SCINTILLATING STORY, WE GOT ANOTHER TITANIC TALENT TO FILL IN FOR HIM THIS ISH! (AND NOW, ON WITH OUR CUSTOMARY CONFUSING CREDITS!)

STAN LEE, EDITOR
ROY THOMAS, SCRIPTER
JACK SPARLING, DESIGNER
JOHN TARTAGLIONE, DELINEATOR
ARTIE SIMEK, LETTERER
IRV FORBUSH, MANICURIST

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THE NEXT INSTANT, THE VERY ATMOSPHERE ITSELF SEEMS TO FORM AN UNYIELDING, EBONY FUNNEL... A FUNNEL THRU WHICH THE ASTONISHED MUTANTS ARE DRAWN--ABRUPTLY, IRRESISTIBLY...

THE HAND--OR WHATEVER IT IS-- IS RECEDING! AND--IT'S PULLING US WITH IT!

WE'RE LIKE TINY CHIPS OF WOOD--CAUGHT IN THE GRIP OF A SURGING CURRENT!

JEAN--DON'T LET GO OF MY HAND! WE'VE ALL GOT TO STAY TOGETHER--NO MATTER WHAT!

I--I'M TRYING, WARREN! BUT, THE FORCE IS UNBELIEVABLE! I DON'T KNOW HOW LONG I CAN HOLD ON!

AND AS IF IN ANSWER TO MARVEL GIRL'S DESPERATE WORDS, THE FANTASTIC MAGNETIC ATTRACTION SEEMS TO VISIBLY INCREASE, AND...

I'VE BEEN WRENCHED FREE OF THE ANGEL--

WARREN--USE YOUR WINGS! I CAN'T REACH YOU--!

IT'S NO GOOD, JEAN! MY WINGS ARE USELESS AGAINST SUCH POWER!

JUST HANG ON! WE'LL GET TO YOU SOMEHOW--I SWEAR IT!

IT'S PULLING JEAN MORE POWERFULLY THAN THE REST OF US--LIKE SHE'S THE ONE IT'S REALLY AFTER!

COULD MAGNETO BE BEHIND THIS?

COMPARED TO OUR PRESENT FOE, LAD, MAGNETO WAS AN APPARENT AMATEUR!

HOWEVER, BEFORE ANOTHER WORD CAN BE UTTERED, ANOTHER SYLLABLE SPOKEN...

THAT IMAGE OF A HAND HAS RECEDED EVEN FARTHER-- BUT NOW, IT SEEMS TO HAVE STOPPED!

THE BLACK MIST SEEMS TO BE SLOWLY FADING! THRU IT, I CAN SEE LIGHT--AND ROCKY HILLS!

MUST FIND OUT WHERE OUR UNSEEN CAPTOR HAS DRAWN ME-- THEN, MUST TRY TO MENTALLY CONTACT THE PROFESSOR!



BUT THEN, AS THE BLACKNESS AGAIN SURROUNDS HER...

PROFESSOR XAVIER! THE STRANGE FORCE CAUGHT YOU, TOO--!

THE WAY YOU'RE HOLDING YOUR HEAD! ARE YOU HURT--?

NO, JEAN-- BUT, I'M SO TIRED! IT'S DIFFICULT... TO THINK...



HE SEEMS EXHAUSTED--AS IF HE'S BEEN THRU SOME TERRIFIC MENTAL STRUGGLE!

PROFESSOR-- YOU'VE GOT TO KEEP ALERT!

WE'RE IN THE GRIP OF SOME POWERFUL ENEMY... AND WE MUST BREAK FREE!

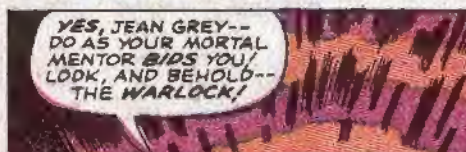
NOW I REMEMBER! I WAS WORKING IN THE LAB... AND SUDDENLY, I FOUND MYSELF IN THIS VOID!



YES, MORTAL! --UNTIL I DECREE OTHERWISE! AND HERE YOU SHALL STAY--

THAT VOICE... FROM OUT OF NOWHERE--!

NOT FROM NOWHERE, JEAN! LOOK!



YES, JEAN GREY-- DO AS YOUR MORTAL MENTOR BIDS YOU! LOOK, AND BEHOLD-- THE WARLOCK!



SO--AT LAST WE MEET OUR ATTACKER FACE TO FACE!

BUT, WHO IS HE? AND, HOW DID HE KNOW MY REAL NAME?

THERE ARE FEW THINGS ON HEAVEN OR EARTH, FEMALE, WHICH ARE UNKNOWN TO ONE WHO HAS DISCOVERED THE CONVEYED SECRET OF LIFE IMMORTAL!

FOR, 'T WAS MY POWER WHICH BROUGHT YOU BOTH HERE AGAINST YOUR WILLS--AS IT SHALL BE MY POWER WHICH SHALL SOON BE SUPREME OVER ALL THE EARTH!



THEN, AS THE WEIRDLY-GARBED WIZARD LIFTS THE INVALID PROFESSOR X FROM HIS WHEELCHAIR, A TRIO OF TRULY UNIQUE STALLIONS ALIGHTS ON THE GROUND AMIDST A FLUTTER OF SILVER WINGS...

MAGIC? NO, MY DEAR-- DESPITE THE COLORFUL NAME BY WHICH I CHOOSE TO BE KNOWN, THERE IS NOTHING MYSTICAL ABOUT ME, OR THE SPLENDID STEEDS YOU SEE BEFORE YOU!

RATHER, THEY ARE THE PRODUCTS OF SCIENCE! LIKE YOURSELVES, THEY ARE MUTANTS-- BUT MUTANTS OF MY CREATION!

THEY'RE-- BEAUTIFUL!

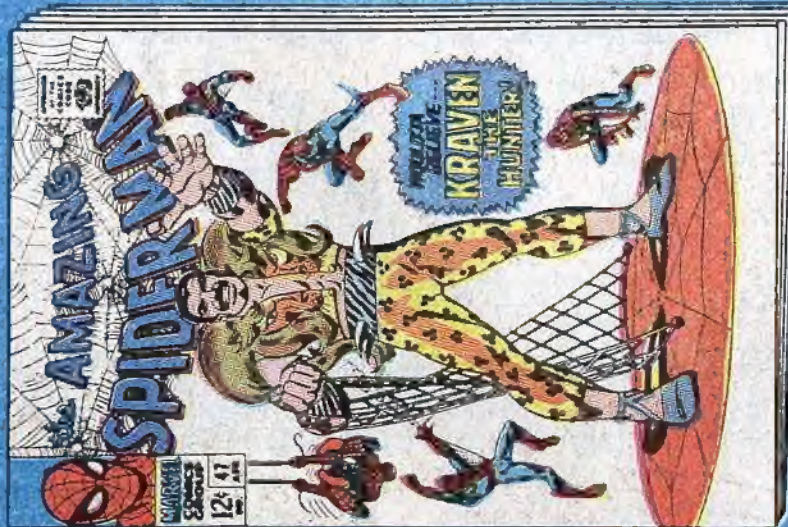
THE WARLOCK'S PUT JEAN INTO SOME SORT OF TRANCE, THUS SHE CAN'T USE HER TELEKINETIC POWERS TO FREE US!

WE SEEM TO BE IN THE NEW ENGLAND HILLS! BUT, WHAT OF THE OTHER X-MEN? WHERE WERE THEY DRAWN BY THE WARLOCK?

IF YOU'RE STILL A BIT PERPLEXED, PUSSYCAT, DON'T GIVE UP THE SHIP! WE'LL TRY TO GET EVERYTHING CLEARED UP IN THE NEXT COUPLE OF PAGES-- SO STICK AROUND, HEAR?

CONTINUED AFTER NEXT PAGE

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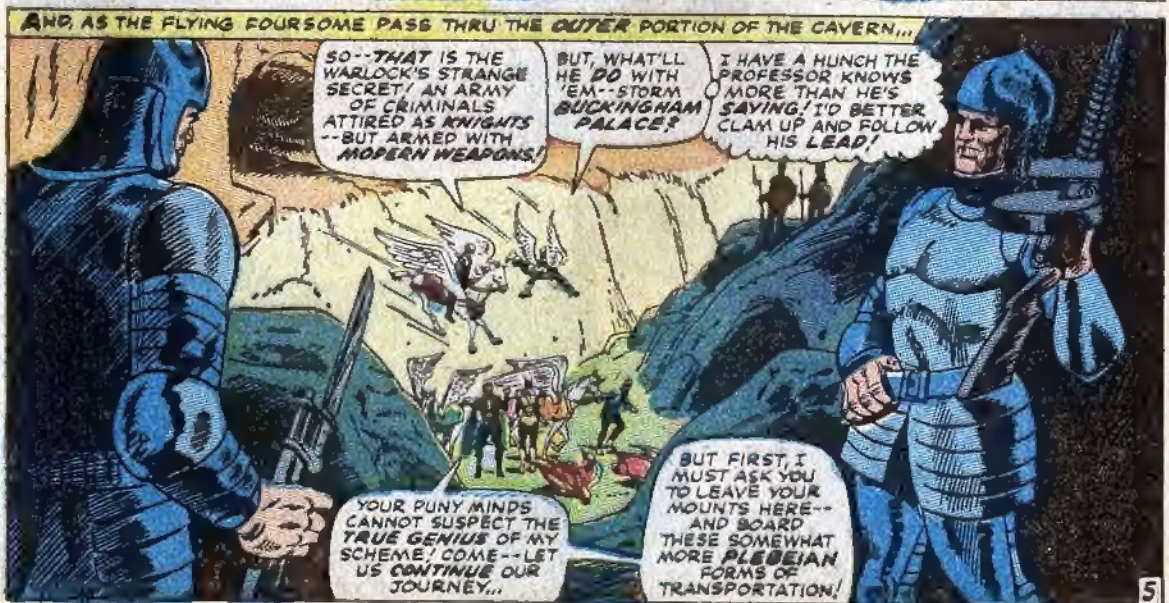
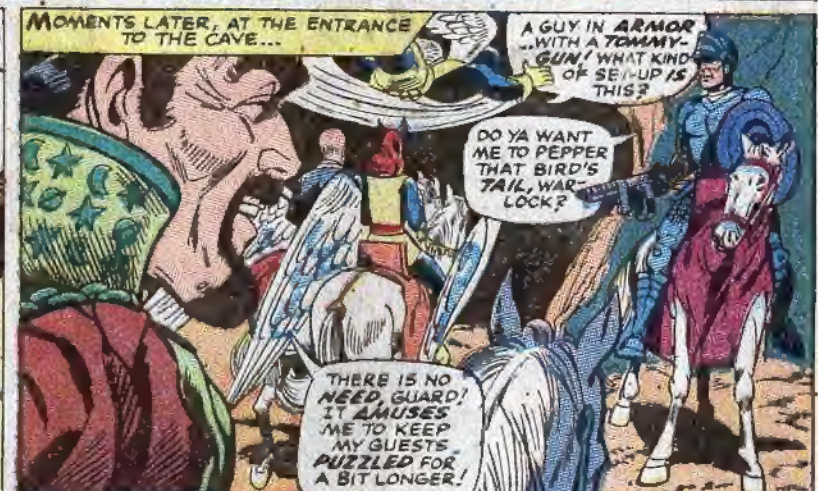
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SCANT SECONDS LATER, THE COLORFUL QUARTET ARE ON THE MOVE ONCE AGAIN...

WINGED HORSES-- AND NOW ONE-MAN HOVERCRAFT! WHAT'S BEHIND THIS BLENDING OF ANCIENT LEGEND AND MODERN SCIENCE, WARLOCK?

AH-- I SEE YOUR CURIOSITY IS AROUSED, MY GOOD PROFESSOR!

BECAUSE IT PLEASES ME, I SHALL EXPLAIN MY MASTER PLAN TO YOU-- WHEN WE ARRIVE AT MY... HEADQUARTERS!

UP AHEAD... I SEE LIGHT!

COME, PROFESSOR... AND BEHOLD A SIGHT THAT WILL DAZE EVEN YOUR HOMO SUPERIOR SENSES!

THE NEXT MOMENT, THE GRANDILOQUENT BOAST OF THE ENIGMATIC WARLOCK IS MADE GOOD, AS THE FOUR AIRBORNE FIGURES EMERGE UPON AN INCREDIBLE SCENE-- A MADDENING, KALEIDOSCOPIC MIXTURE OF PAST AND PRESENT... A TIME-DEFYING WORLD THAT NEVER WAS...

WE'RE IN SOME MAMMOTH SUBTERRANEAN CAVERN-- HEADING TOWARDS A FULL-SCALE REPLICAS OF A MEDIEVAL ENGLISH CASTLE!

EVEN MORE AMAZINGLY, THE RAMPARTS OF THE CASTLE ARE TOPPED WITH EARTH-TO-AIR MISSILES... POINTED TOWARDS MAN-MADE SHAFTS IN THE CAVERN WALL!

THAT'S NOT ALL! LOOK-- THERE ARE SUB PENS BELOW!

AND-- TAKE A PEEK AT ALL THAT RADAR EQUIPMENT! BUT, WHAT GOOD WILL IT DO DOWN HERE?

THOSE RADAR DEVICES HAVE BEEN MODIFIED, ANGEL-- SO THAT THEY ARE NOW INTEGRAL PARTS OF MY ULTIMATE WEAPON!

FOR, WITH THAT WEAPON, I SHALL BRING MODERN MAN'S WORLD CRASHING DOWN AROUND HIM-- AND USHER IN THE RULE OF... THE WARLOCK!

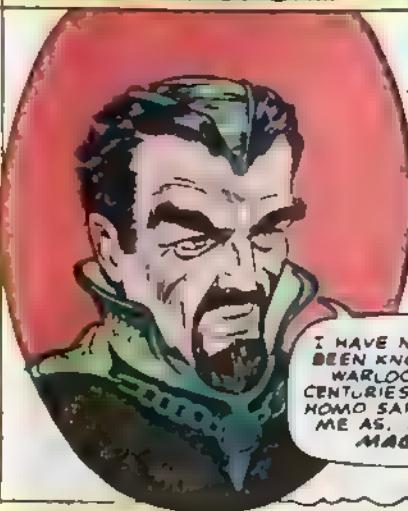
THERE'S THE BOSS-- ON TIME, JUST LIKE HE SAID HE'D BE!

BUT, HE'S GOT SOME OF THEM MUTANT GUYS WITH 'IM! WHAT'S HE WANT THEM FOR?

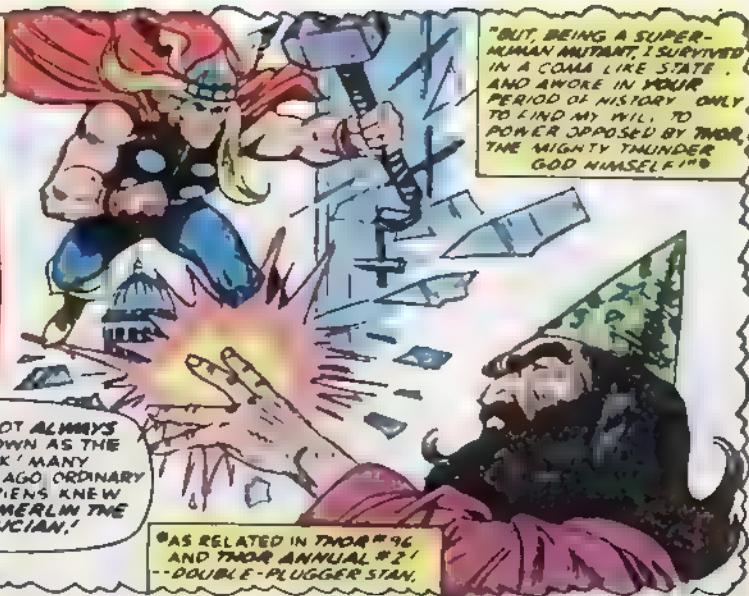
I DON'T KNOW-- BUT HE LOOKS LIKE HE'S GOT 'EM UNDER CONTROL!

AND, AS LONG AS HE PAYS US GOOD, I SURE AINT COMPLAININ'!

THEN INSIDE HIS STRANGE UNDERGROUND STRONGHOLD THE SUPREMELY CONFIDENT WARLOCK UNVEILS MORE OF HIS MASTER PLAN...



I HAVE NOT ALWAYS BEEN KNOWN AS THE WARLOCK! MANY CENTURIES AGO ORDINARY HOMO SAPIENS KNEW ME AS, MERLIN THE MAGICIAN!



"BUT, BEING A SUPER-HUMAN MUTANT, I SURVIVED IN A COMA LIKE STATE, AND AWOK IN YOUR PERIOD OF HISTORY ONLY TO FIND MY WILL, TO POWER OPPOSED BY THOR, THE MIGHTY THUNDER GOD HIMSELF!"

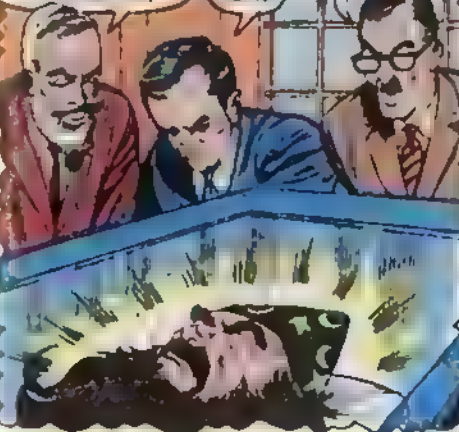
AS RELATED IN THOR #96 AND THOR ANNUAL #2! --DOUBLE-PLUGGER STAN.

"FINALLY, HOWEVER, THE IMMORTAL AVENGER TRICKED ME INTO RETURNING TO MY CRYPT IN A NEW YORK MUSEUM WHERE I WAS TO SLEEP FOR YET ANOTHER MILLENNIUM."

LOOK! THE BODY OF MERLIN! IT'S RETURNED!

BUT--NOW?

THERE ARE SOME THINGS WHICH SCIENCE CANNOT EXPLAIN!



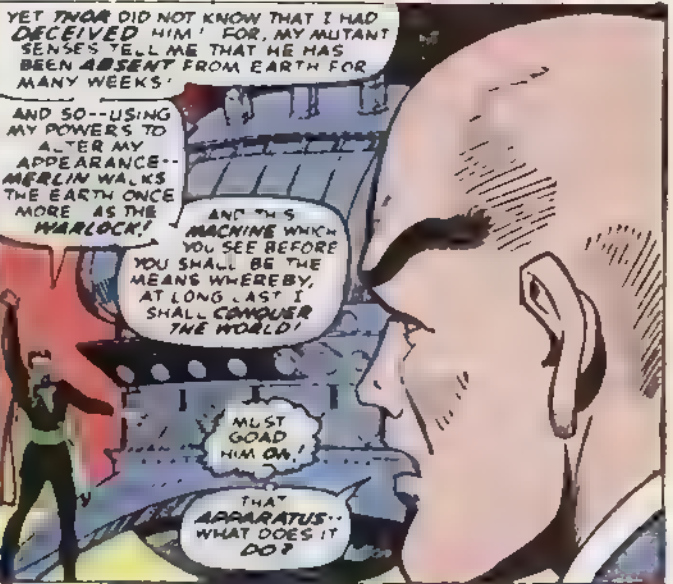
YET THOR DID NOT KNOW THAT I HAD DECEIVED HIM! FOR, MY MUTANT SENSES TELL ME THAT HE HAS BEEN ABSENT FROM EARTH FOR MANY WEEKS!

AND SO--USING MY POWERS TO ALTER MY APPEARANCE--MERLIN WALKS THE EARTH ONCE MORE AS THE WARLOCK!

AND THIS MACHINE WHICH YOU SEE BEFORE YOU SHALL BE THE MEANS WHEREBY, AT LONG LAST I SHALL CONQUER THE WORLD!

MUST GOAD HIM ON!

THAT APPARATUS--WHAT DOES IT DO?



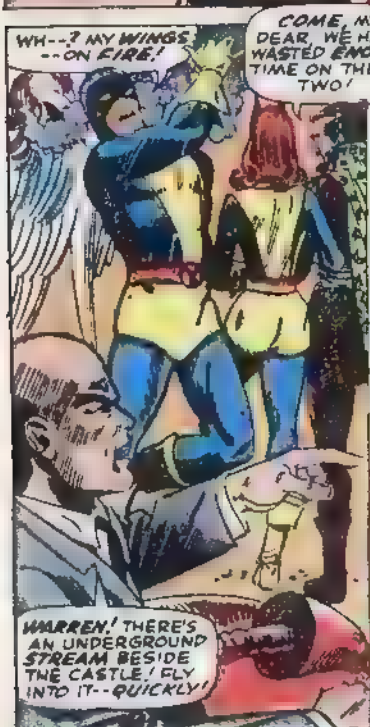
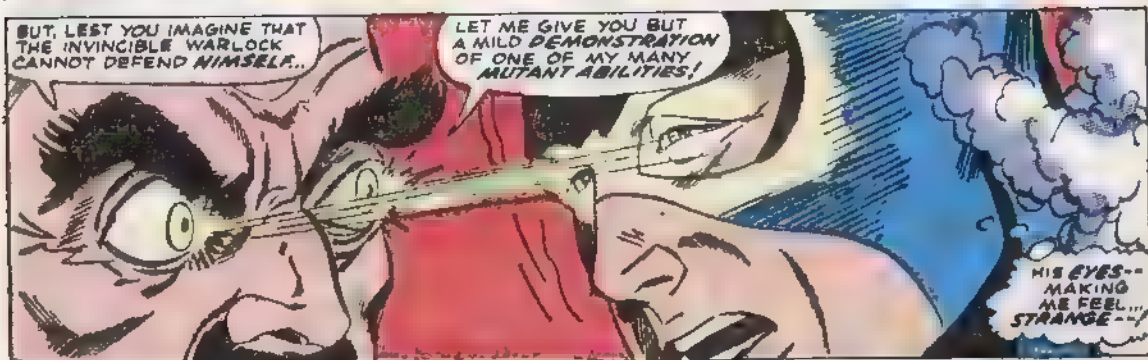
"THIS 'APPARATUS' IS THE SUPREME INVENTION OF MY MUTANT GENIUS! POWERED BY MY OWN POWERFUL BRAIN, IT WILL TURN THE MINDS OF MERE MORTALS BACKWARD--TO THE LEVEL OF MANKIND AT THE TIME OF KING ARTHUR! THEN, THEY SHALL NOT HAVE THE SCIENTIFIC WEAPONS OR SKILL TO OPPOSE THE FORCES OF THE WARLOCK!"

IT IS FORTUNATE THAT, WHILE STILL IN MY CRYPT, I COULD MENTALLY ORGANIZE GANGS OF CRIMINALS INTO A MODERNLY-EQUIPPED ARMY!

NOW, WITH ALL OF HUMANITY AS MY ABJECT HOSTAGES, EVEN THE MIGHTY THOR HIMSELF DARE NOT CONFRONT ME!



THUS AFTER MANY YEARS--AND TWO AWAKENINGS I SHALL HAVE ACHIEVED MY ULTIMATE GOAL--THAT OF EMPEROR OF A PLANET!



CONTINUED AFTER NEXT PAGE



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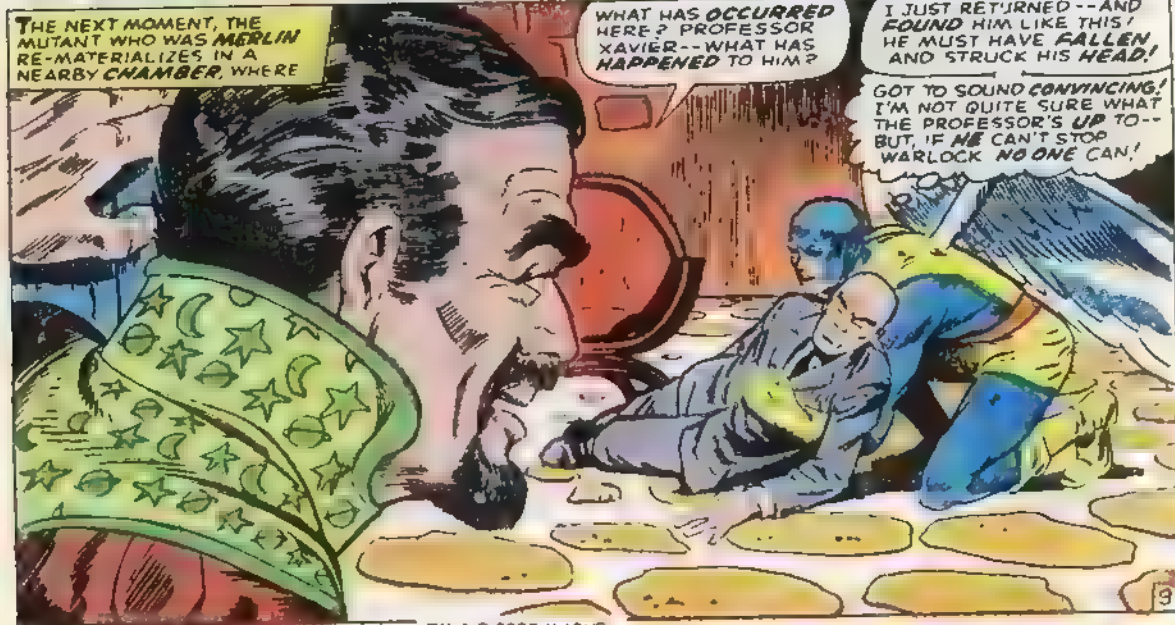
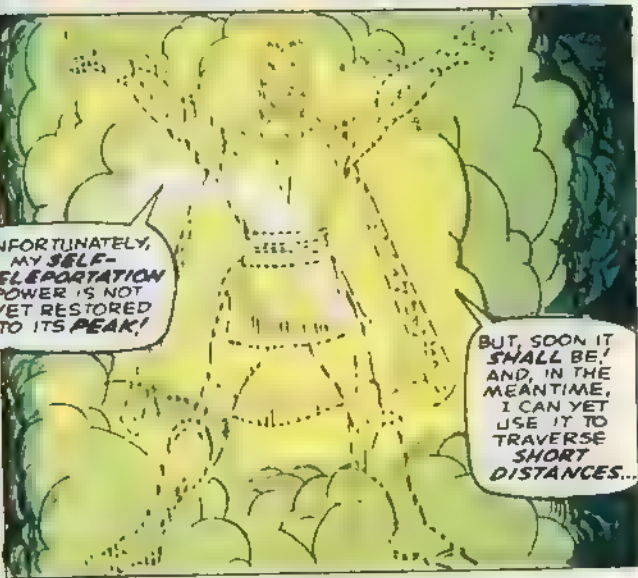
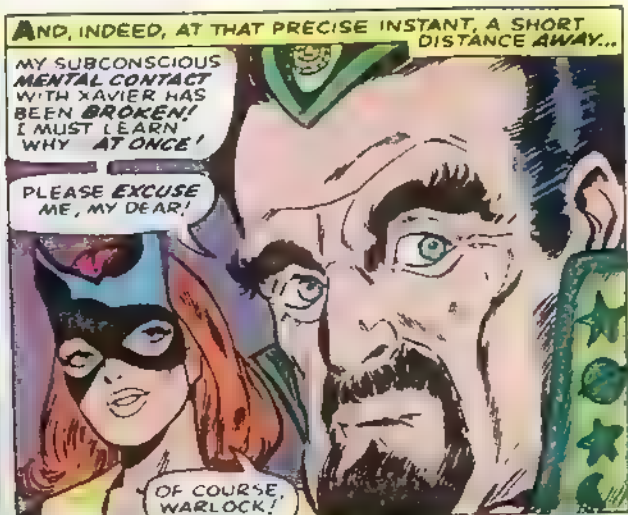
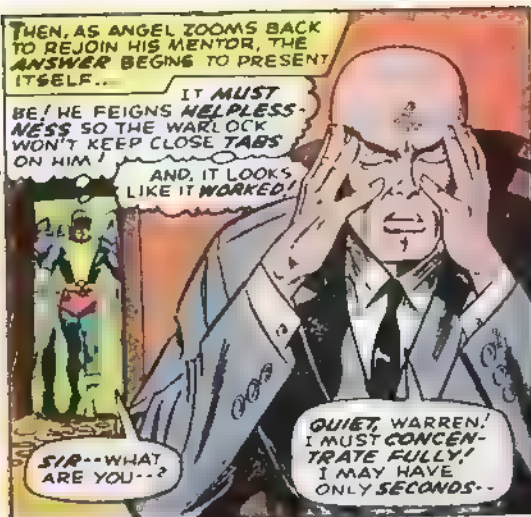


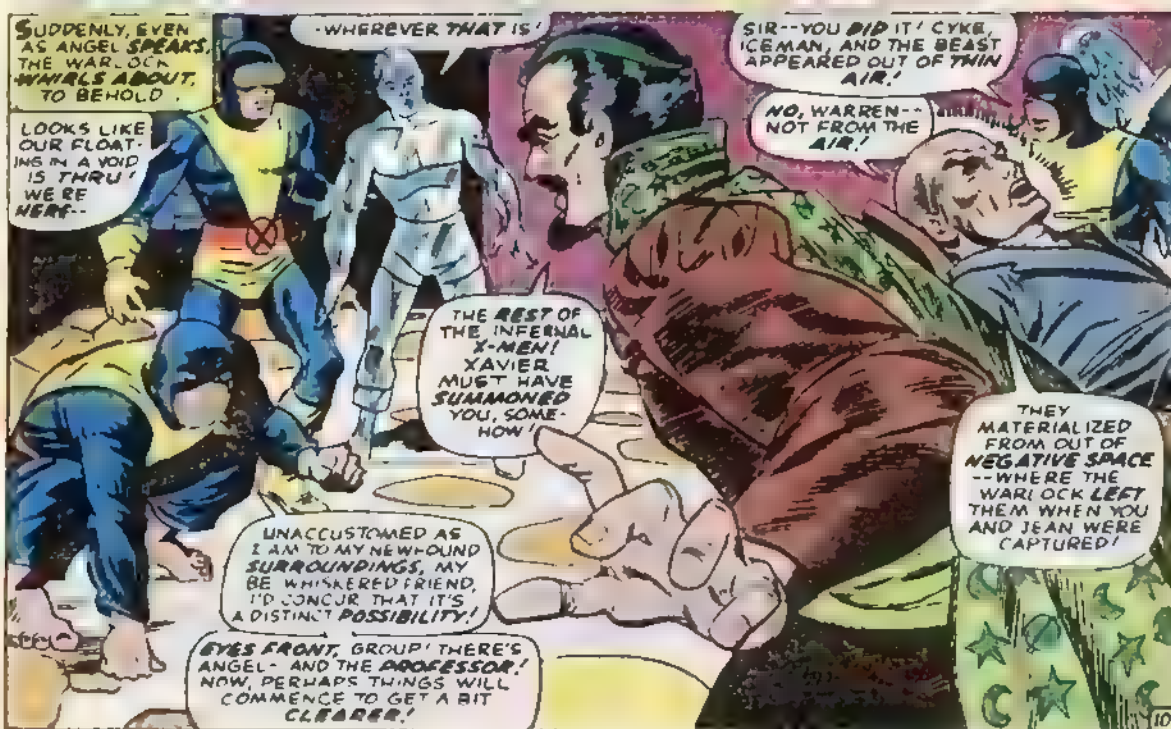
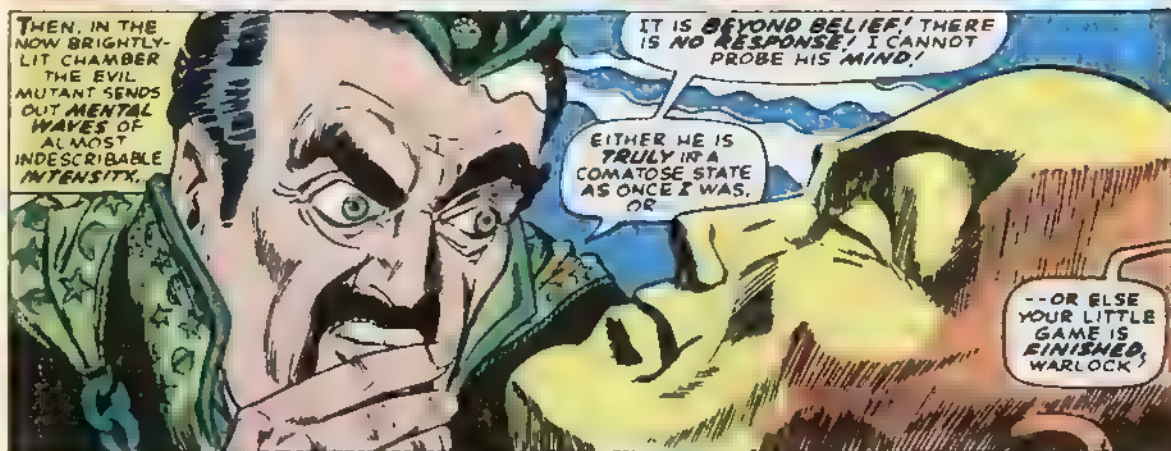
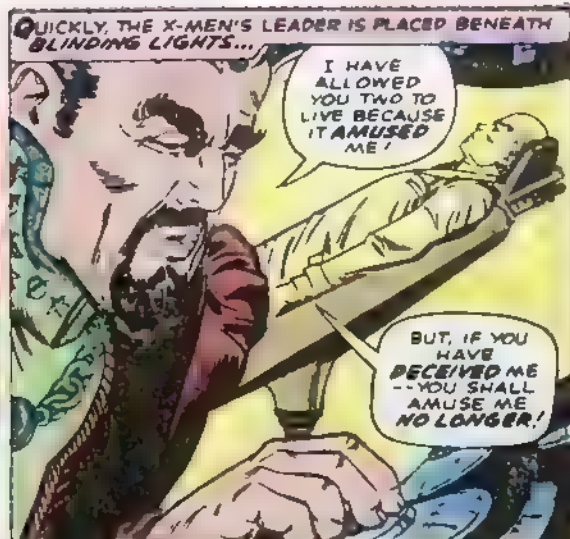
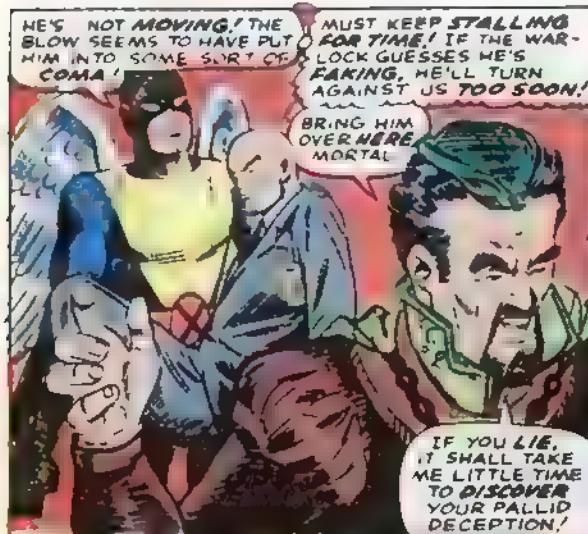
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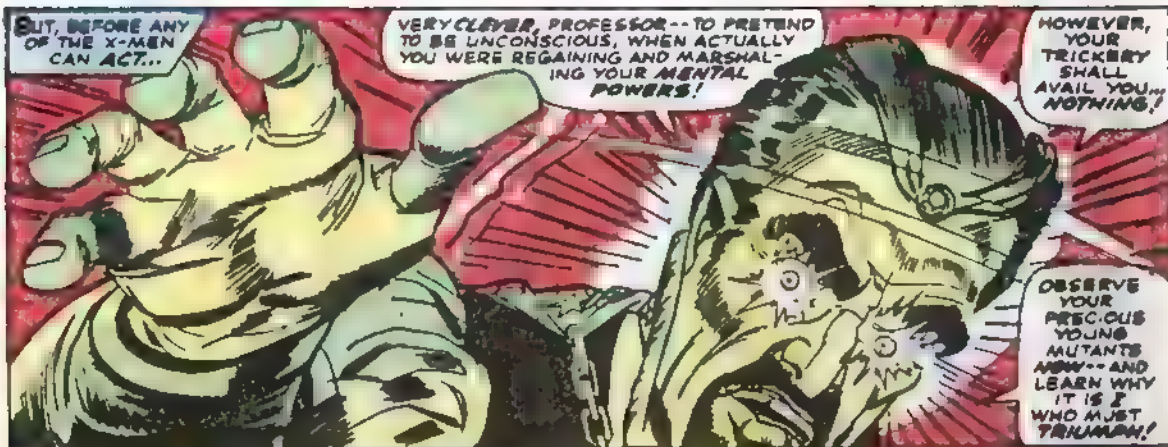
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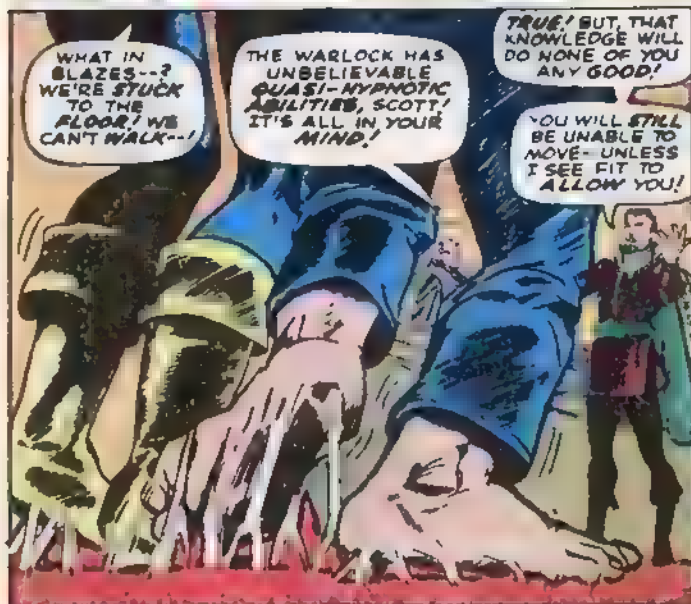


BUT, BEFORE ANY OF THE X-MEN CAN ACT...

VERY CLEVER, PROFESSOR-- TO PRETEND TO BE UNCONSCIOUS, WHEN ACTUALLY YOU WERE REGAINING AND MARSHALING YOUR MENTAL POWERS!

HOWEVER, YOUR TRICKERY SHALL AVAIL YOU... NOTHING!

OBSERVE YOUR PRECIOUS YOUNG MUTANTS NOW-- AND LEARN WHY IT IS I WHO MUST TRIUMPH!



WHAT IN BLAZES--? WE'RE STUCK TO THE FLOOR! WE CAN'T WALK--!

THE WARLOCK HAS UNBELIEVABLE QUASI-HYPNOTIC ABILITIES, SCOTT! IT'S ALL IN YOUR MIND!

TRUE! BUT THAT KNOWLEDGE WILL DO NONE OF YOU ANY GOOD!

YOU WILL STILL BE UNABLE TO MOVE-- UNLESS I SEE FIT TO ALLOW YOU!



YOU HOLD THE UPPER HAND, WARLOCK-- BECAUSE YOU FIRST CAUGHT US OFF GUARD!

IN A FAIR FIGHT, MY X-MEN WOULD QUICKLY DEMOLISH YOUR MANIACAL DREAMS OF WORLD CONQUEST!

YOU SEEK TO GOAD ME INTO A RASH MISTAKE, XAVIER! BE WARNED-- YOU MERELY HASTEN YOUR OWN DESTRUCTION!



FOR, EVEN NOW, MY UNDERLINGS ARE PREPARING A TOURNAMENT! IT WAS PLANNED FOR THE ANGEL-- BUT IT SHALL EASILY DISPOSE OF THE OTHERS, AS WELL!

WHILE YOU, PROFESSOR, SHALL BE PRIVILEGED TO WATCH-- IF YOU DARE!

NEVER FEAR, WARLOCK-- I DARE!

IT WILL TAKE ME BUT A MOMENT TO ADJUST THE CONTROLS ON MY MECHANICAL LEGS-- AND THEN I SHALL JOIN YOU!



THEN FOLLOW PROFESSOR... BOTH YOU AND YOUR X-MEN!

I CAN SENSE IT WILL BE SOME TIME BEFORE I CAN USE MY MENTAL BOLTS AGAINST HIM-- AND I'M CERTAIN HE REALIZES IT!

BUT, WE CANNOT REFUSE HIS CHALLENGE! PERHAPS, BY ACCEPTING, WE SHALL FIND A WAY TO DEFEAT HIM!



BECAUSE YOUR MUTANT PROTEGES CANNOT HOPE TO WIN, XAVIER, THE WARLOCK SHALL MAKE YOU A MUGGER...

IF THE X-MEN SURVIVE MY TOURNAMENT, I SHALL CANCEL MY PLANS FOR AN INVASION OF YOUR MODERN WORLD-- AND RETURN TO MY CRAT!

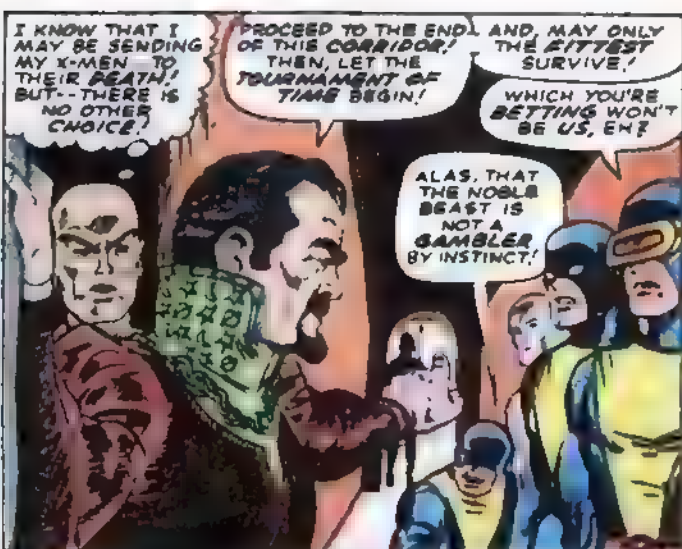


DID YOU HEAR THAT? THIS PUTS THE FATE OF EARTH UP TO US!

BUT, HOW CAN WE ASCERTAIN THAT OUR HOST WILL KEEP HIS WORD?

WE CAN'T, BUT, WE MUST DO OUR BEST! THE PROFESSOR IS COUNTING ON US!

AH! WE ARE NEARING MY PRIVATE ARENA!



I KNOW THAT I MAY BE SENDING MY X-MEN TO THEIR DEATH, BUT--THERE IS NO OTHER CHOICE!

PROCEED TO THE END OF THIS CORRIDOR! THEN, LET THE TOURNAMENT OF TIME BEGIN!

AND, MAY ONLY THE FITTEST SURVIVE!

WHICH YOU'RE BETTING WON'T BE US, EN?

ALAS, THAT THE NOBLE BEAST IS NOT A GAMBLER BY INSTINCT!



SECONDS LATER, AT THE END OF THE LONG PASSAGEWAY...

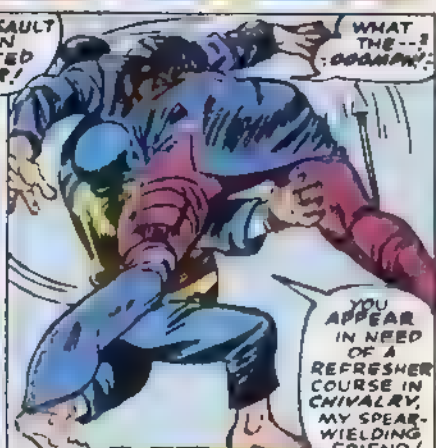
IF ONLY WE KNEW JUST WHAT WE'LL BE UP AGAINST--!

WE'LL SOON KNOW, SCOTTY BOY! THE MOMENT OF TRUTH IS AT HAND!



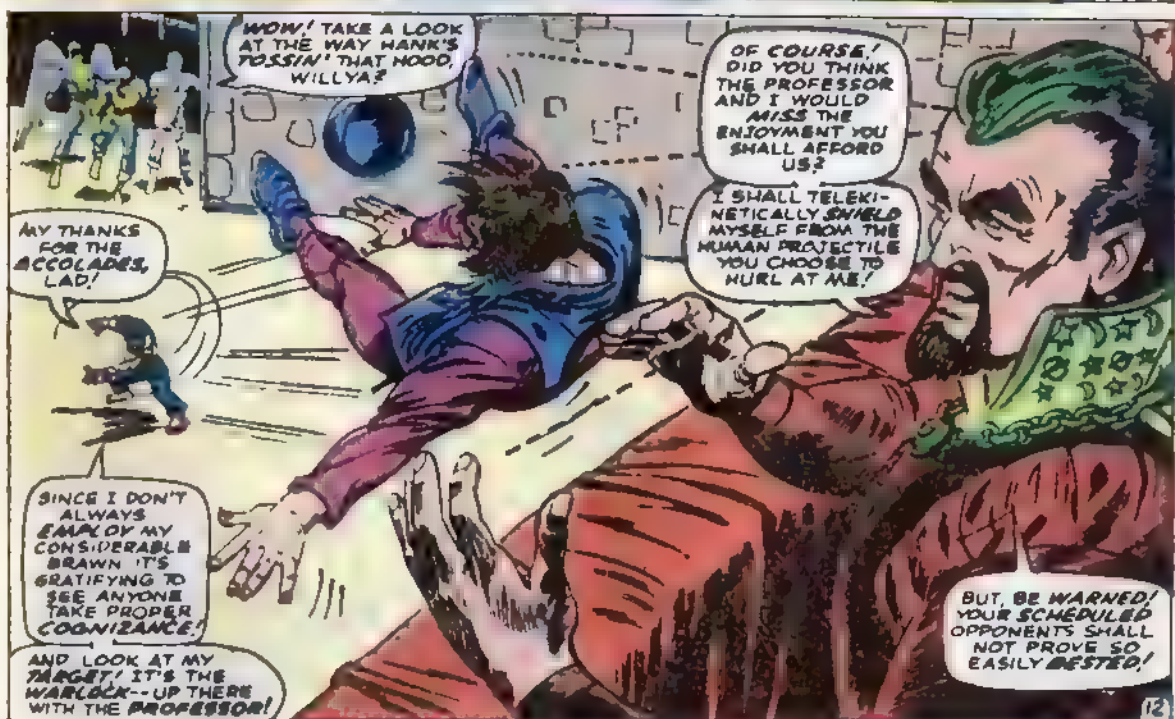
MOVE TO THE CENTER OF THE ARENA, UGLY!

EN? AN ASSAULT FROM AN UNEXPECTED QUARTER!



WHAT THE--? COONAW!

YOU APPEAR IN NEED OF A REFRESHER COURSE IN CHIVALRY, MY SPEAR-WIELDING FRIEND!



WOW! TAKE A LOOK AT THE WAY HANK'S POSSIN' THAT HOOD, WILL YA?

MY THANKS FOR THE ACCOLADES, LAD!

OF COURSE! DID YOU THINK THE PROFESSOR AND I WOULD MISS THE ENJOYMENT YOU SHALL AFFORD US?

I SHALL TELEKINETICALLY SHIELD MYSELF FROM THE HUMAN PROJECTILE YOU CHOOSE TO HURL AT ME!

SINCE I DON'T ALWAYS ENJOY MY CONSIDERABLE BRAIN IT'S GRATIFYING TO SEE ANYONE TAKE PROPER COGNIZANCE!

AND LOOK AT MY TARGET! IT'S THE WARLOCK--UP THERE WITH THE PROFESSOR!

BUT, BE WARNED! YOUR SCHEDULED OPPONENTS SHALL NOT PROVE SO EASILY BEATED!



WE SHALL PROCEED WITH THE TOURNAMENT IN A FEW MOMENTS! BUT NOW, IT IS MY PLEASURE TO INTRODUCE TO YOU MY FUTURE QUEEN--

SHE WHO SHALL SOON BE THE FIRST MUTANT EMPRESS OF THE EARTH!

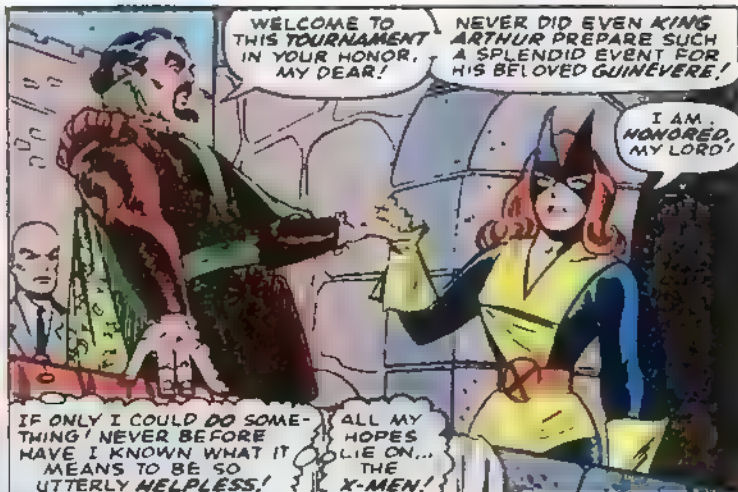
WE MUST MEAN, JEAN! HE KNOWS WE CAN'T ATTACK HIM, FOR FEAR OF HURTING HER OR THE PROFESSOR!

AND YET, WHEN THE TIME COMES, WE MAY BE FORCED TO TURN OUR POWERS ON HIM--NO MATTER WHAT THE CONSEQUENCES!

YOU TALK AS IF YOU DON'T CARE WHAT HAPPENS TO JEANIE, CYKE!

IF ONLY WARREN KNEW HOW MUCH I CARE ABOUT JEAN--THAT SHE'S THE GIRL I... LOVE!

I ONLY PRAY I DON'T HAVE TO CHOOSE BETWEEN HER FATE--AND THAT OF A PLANET!



WELCOME TO THIS TOURNAMENT IN YOUR HONOR, MY DEAR!

NEVER DID EVEN KING ARTHUR PREPARE SUCH A SPLENDID EVENT FOR HIS BELOVED GUINEVERE!

I AM... HONORED, MY LORD!

IF ONLY I COULD DO SOMETHING! NEVER BEFORE HAVE I KNOWN WHAT IT MEANS TO BE SO UTTERLY HELPLESS!

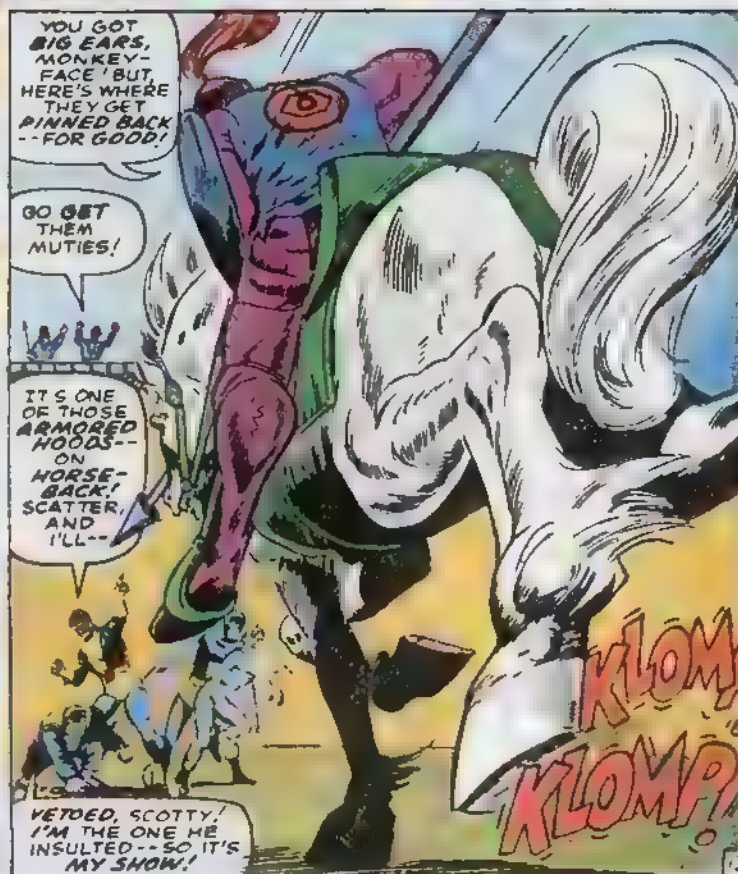
ALL MY HOPES LIE ON... THE X-MEN!



ISN'T THERE SOME WAY WE CAN RUSH THAT CREEP?

NOT JUST YET, BOBBY! BUT, I'M GETTING AN IDEA! FOLLOW MY LEAD!

LISTEN! THAT THUNDERING SOUND BEHIND US--!



YOU GOT BIG EARS, MONKEY--FACE! BUT, HERE'S WHERE THEY GET PINNED BACK--FOR GOOD!

GO GET THEM MUTIES!

IT'S ONE OF THOSE ARMORED HOODS-- ON HORSE-BACK! SCATTER, AND I'LL--

VETOED, SCOTTY! I'M THE ONE HE INSULTED--SO IT'S MY SHOW!

KLOMP!
KLOMP!

CONTINUED AFTER NEXT PAGE



NORMAN ROCKWELL—America's most beloved artist. He is a founder and member of the Guiding Faculty of the Famous Artists Schools.

"We're looking for people who like to draw"

says **NORMAN ROCKWELL**

Today hundreds of men and women who never thought they could be artists are working at easels and drawing boards, making pictures and getting well paid for it. They all can thank a group of famous artists who have devoted much of their time and talent to helping others find success in art.

Some of the People the Famous Artists Have Helped

Carl Koch was an 18 year old apprentice in a Chicago art studio when he enrolled. Today he prepares ads for such companies as General Motors and Firestone—has won five gold medals.

Howard Sanden of Minneapolis took the Course while still in high school. He is now a successful artist—last year he and his wife traveled through Europe and the Middle East on important art assignments.

Paul Sullivan enrolled at 14. His Famous Artists training helped him work his way through college.

Stan Bowen, father of three children, was trapped in a dull, low-paying job. By studying with FAS he

became a sought-after illustrator, has opened his own studio.

With Famous Artists training Rosemary Roberts was hired by a top department store as an artist—with a big chance to advance.

Oregon housewife Helen Fryk lives 150 miles from the nearest big city. But she does fashion illustration, has her own studio, runs an art workshop, does portraits.

A Plan to Help Others

It started over 18 years ago when a group of America's most successful artists—men like Albert Dorne, Norman Rockwell, Jon Whitcomb, Al Parker and Stevan Dohanos—met in New York City. They knew that all over America there were people who liked to draw who could be turned

into good artists. Albert Dorne asked, "Why can't we give these people the training they need—including all the trade secrets and know-how we've learned over the years?"

He suggested a new kind of art school—a home study art school—that would give talented people the best professional art training, no matter where they live.

The famous artists agreed. Taking time from their busy careers, they created a remarkable series of art lessons covering every aspect of drawing and painting. They illustrated their lessons with over 5,000 "here's-how" illustrations. The lessons start from scratch and cover every skill a top artist needs. Finally, they developed a wonderful way to give each student personal correction and advice all through his training.

The famous artists with the School are not surprised at the success of their students. The opportunities open to successful artists today are enormous. The School continually gets calls from all over the country asking for practical well-trained students—not geniuses—who can step into full time or part-time art jobs. And practical thorough training is what the School offers.

Famous Artists Talent Test

To find others with art talent worth developing, the Famous Artists created a 12 page talent test. Thousands paid to take this test, but now the School offers and grades it free. Men and women who do well on the test—or offer other evidence of art talent—may enroll in the School. But there's no obligation. Simply mail the coupon below.

.....
Famous Artists Schools
Studio 5252, Westport, Conn.

I would like to find out whether I have art talent worth developing. Please send me, without obligation, your Famous Artists Talent Test and information about your courses.

.....
 Mr. } _____ age _____
 Mrs. } _____
 Miss } *Circle one and please print*

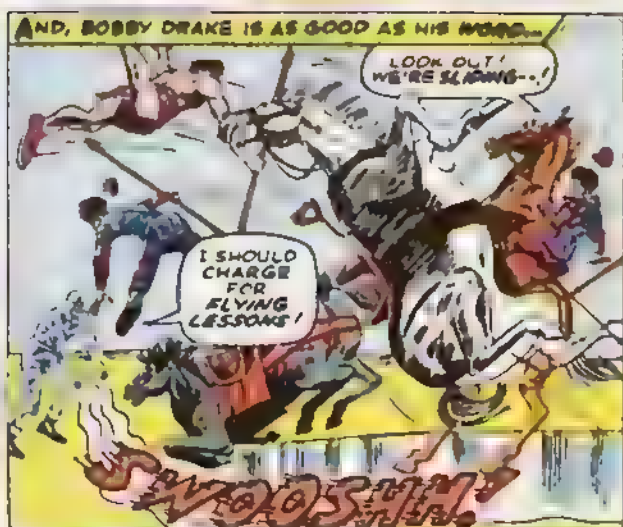
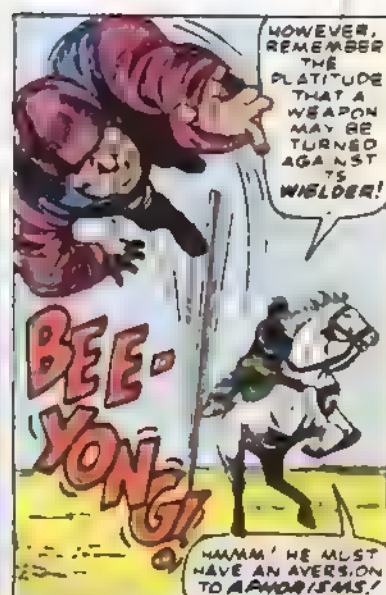
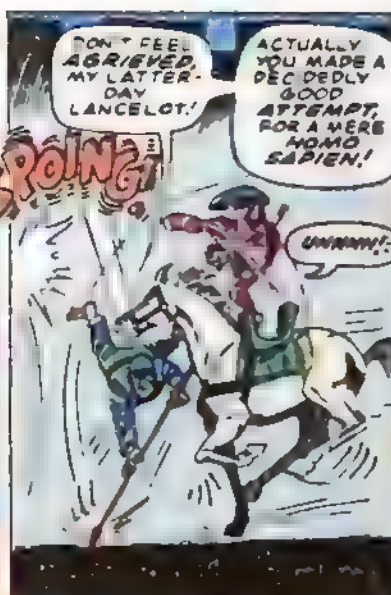
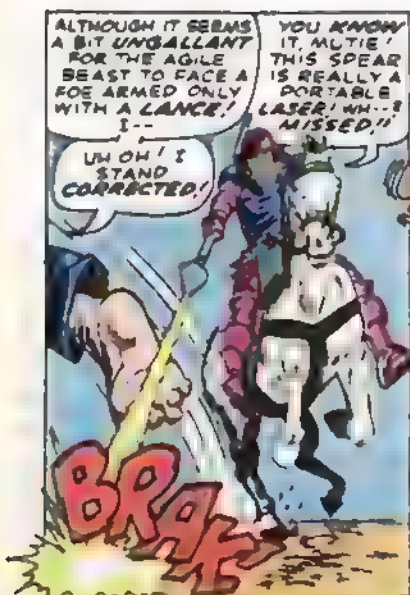
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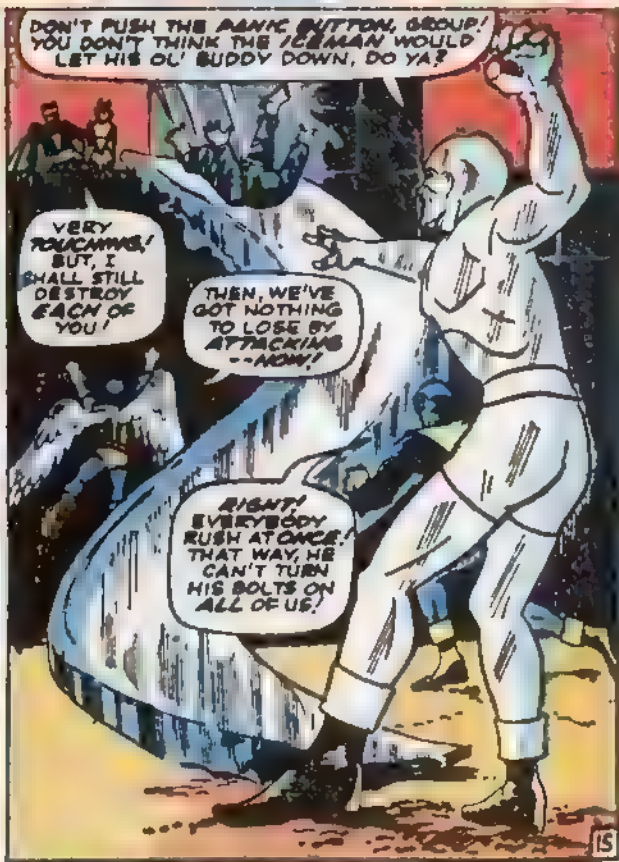
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 City _____

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FOUNDING FACULTY OF FAMOUS ARTISTS SCHOOLS

NORMAN ROCKWELL	FRED LUDEKENS
JON WHITCOMB	BEN STAHL
AL PARKER	ROBERT FAWCETT
STEVAN DOHANOS	AUSTIN BRIGGS
GEORGE GIUSTI	HAROLD VON SCHMIDT
PETER HELCK	ALBERT DORNE







BUT, AS FOUR FEARLESS FORMS HURTLE FORWARD WITH RECKLESS COURAGE...

THE WARLOCK'S MAKING A BREAK FOR IT!

AND HE'S DRAGGING JEANIE WITH HIM!

HE KNOWS WE WON'T DARE ATTACK HIM WITH FULL POWERS AS LONG AS HE CAN EMPLOY HER AS A HUMAN SHIELD!

COME, MY DEAR! EVEN THE MOST FOOLISH OF GENERALS KNOWS WHEN TO SOUND A STRATEGIC RETREAT!

YET THE FINAL --THE ULTIMATE VICTORY SHALL STILL BELONG TO THE WARLOCK!

I HAVE NO CHOICE BUT TO LEAVE THE ACCURSED PROFESSOR HERE!

BUT, WITHOUT HIS FANTASTIC MENTAL ABILITIES HE CAN DO ME NO HARM!



THE X-MEN WILL SURELY FOLLOW HARD UPON MY HEELS--AND, THE RASHNESS SHALL BE THE FATAL UNDOING!

FOR IN THESE NARROW PASSAGES, THEY WILL MEET THEIR DOOM!

BUT A SHORT DISTANCE BEHIND THE FLEEING MUTANT, EVENTS ARE DEVELOPING A BIT DIFFERENTLY FROM THE WAY THE MALEVOLENT WARLOCK HAS PROJECTED



UMMMM! THIS IS OBVIOUSLY MY DAY FOR CALAMITOUS CONTINGENCIES! I MUST HAVE TRIPPED SOME SORT OF ELECTRIC EYE--AND RECEIVED A FACEFUL OF CAST-IRON BARS!

IT'S ALL FOR THE BEST, HANK--FOR, WITH EACH STEP, THAT THE WARLOCK TAKES, HIS MENTAL BAN ON MY POWERS DIMINISHES!

WITHIN SECONDS I SHOULD HAVE REGAINED SUFFICIENT PSYCHIC ENERGY TO RESIST HIM WHEN WE COME FACE TO FACE

AND YOU WILL COME FACE TO FACE, PROFESSOR! I PROMISE YOU THAT!

SPLAT!

STAND ASIDE, HANK--AND LET ME TURN MY OPTIC BLASTS ON THAT GATE!

CONTINUED AFTER NEXT PAGE

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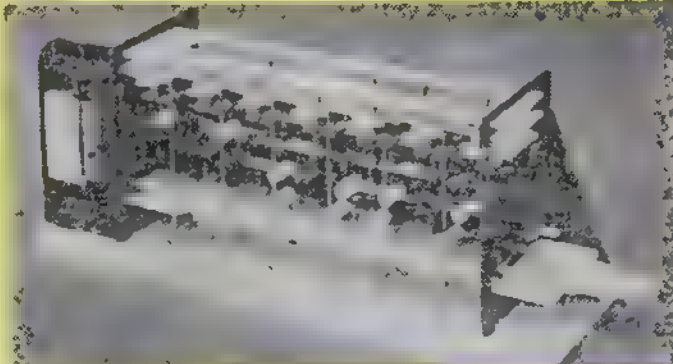
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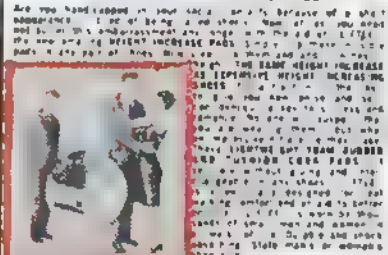
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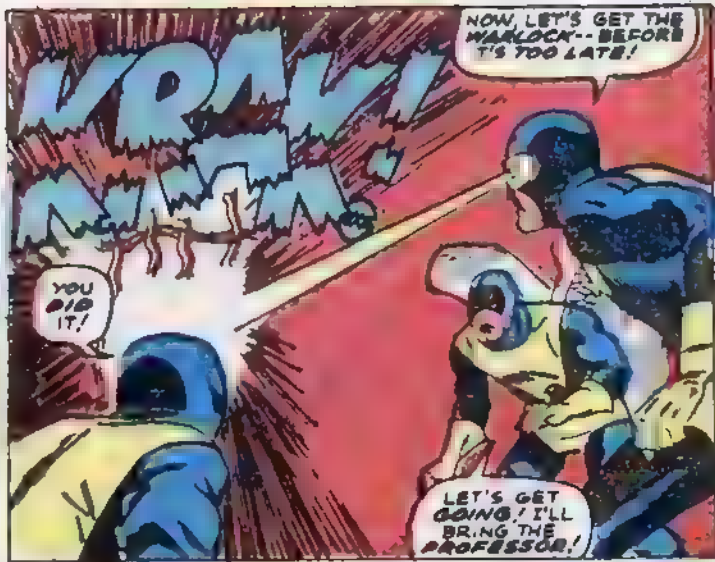
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THEN, WITHOUT ANOTHER INSTANT'S DELAY, THE MOST POWERFUL X-MAN OF ALL GOES INTO ACTION...

THAT WOULD-BE WORLD-BEATER MADE HIS GREATEST MISTAKE WHEN HE DECIDED TO USE JEAN AS A HOSTAGE!



FOR NOTHING AND NO ONE WILL KEEP ME FROM THE GIRL I LOVE!



NOW, LET'S GET THE WARLOCK-- BEFORE IT'S TOO LATE!

YOU DID IT!

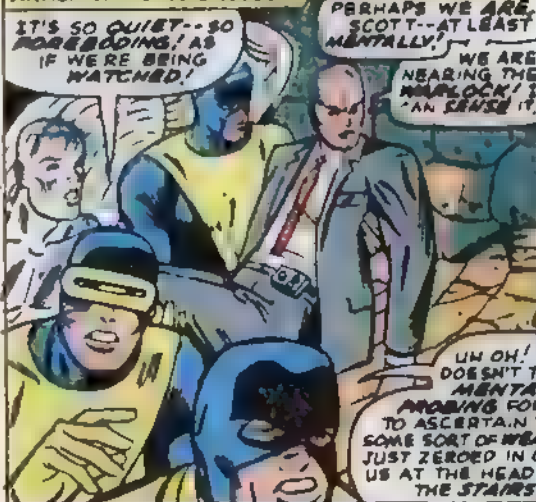
LET'S GET GOING! I'LL BRING THE PROFESSOR!

SECONDS LATER, AS THE ANXIOUS X-MEN RACE THRU THE LABYRINTHINE CORRIDORS OF THE ANACHRONISTIC CASTLE

IT'S SO QUIET-- SO FOREBODING! AS IF WE'RE BEING WATCHED!

PERHAPS WE ARE, SCOTT-- AT LEAST MENTALLY!

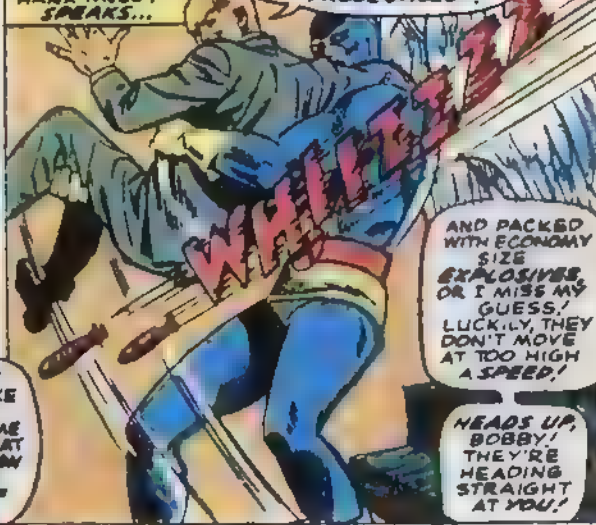
WE ARE NEARING THE WARLOCK! I CAN SENSE IT!



UH OH! IT DOESN'T TAKE MENTAL PROBING FOR ME TO ASCERTAIN THAT SOME SORT OF WEAPON JUST ZEROED IN ON US AT THE HEAD OF THE STAIRS!

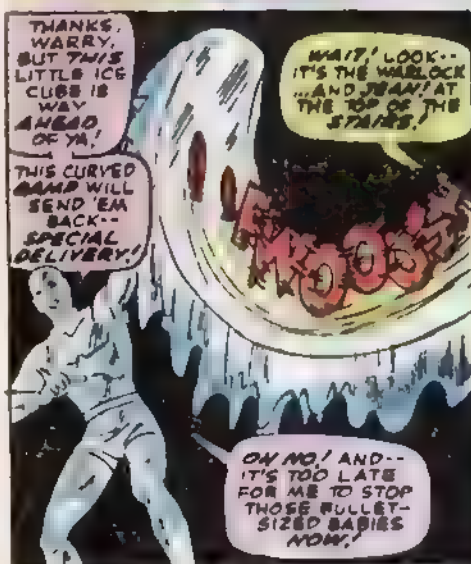
AND, ALMOST AS HANK MCCOY SPEAKS...

SUNNY--! POCKET-SIZED PROJECTILES--!



AND PACKED WITH ECONOMY SIZE EXPLOSIVES, OR I MISS MY GUESS! LUCKILY, THEY DON'T MOVE AT TOO HIGH A SPEED!

HEADS UP, BOBBY! THEY'RE HEADING STRAIGHT AT YOU!



THANKS, WARRY, BUT THIS LITTLE ICE CUBE IS WAY AHEAD OF YA!

THIS CURVED BAMP WILL SEND 'EM BACK-- SPECIAL DELIVERY!

WAIT! LOOK-- IT'S THE WARLOCK... AND JEAN! AT THE TOP OF THE STAIRS!

OH NO! AND-- IT'S TOO LATE FOR ME TO STOP THOSE BULLET-SIZED BABIES NOW!

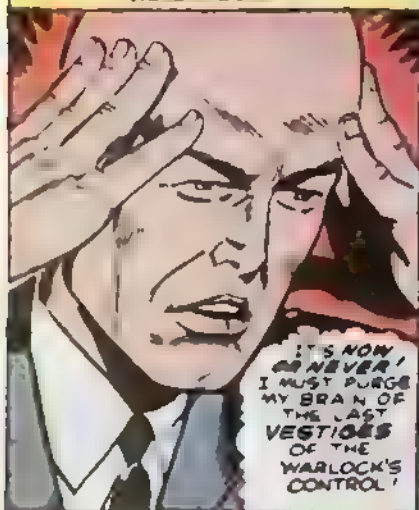


HAVE NO FEAR, MORTALS! MY FORCE FIELD WILL PROTECT MARVEL GIRL AND MYSELF! I MERELY RETURNED TO TOY WITH YOU!

AND TO LEAD YOU ON TO YOUR DEATHS!

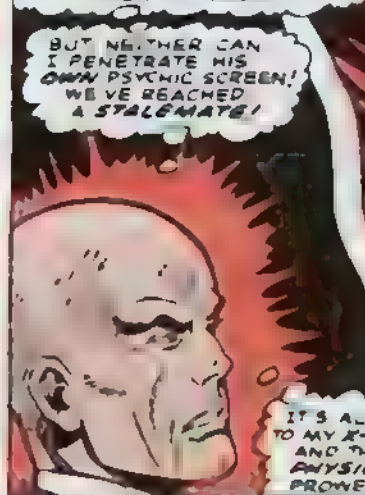
THE X-MEN-- COULD HAVE BEEN KILLED! I MUST RESIST THE WARLOCK'S MENTAL SPELL! I MUST!

MEANWHILE AS JEAN STRUGGLES TO FREE HER MIND PROFESSOR X TESTS HIS OWN RESURGING ABILITIES



IT'S NOW OR NEVER! I MUST PURGE MY BRAIN OF THE LAST VESTIGES OF THE WARLOCK'S CONTROL!

AH--IT WORKED! MY POWERS HAVE RETURNED--AND NOW THAT I'M ON GUARD, HE CAN'T RE-ESTABLISH HIS WAY OVER MY MIND



BUT NEITHER CAN I PENETRATE HIS OWN PSYCHIC SCREEN! WE'VE REACHED A STALEMATE!

IT'S ALL UP TO MY X-MEN-- AND THEIR PHYSICAL PROWESS!

SO--IT WOULD APPEAR THAT I UNDERESTIMATED THE PRODIGIOUS MENTALITY OF THE GOOD PROFESSOR



HE'S NOW AS AMALGAM TO MY MUTANT POWERS AS I AM TO HIS!



HOWEVER THERE ARE OTHER MEANS AT MY DISPOSAL-- AS HE SHALL SOON LEARN TO HIS CORROW!

I SHALL BLAST THAT TOWER INTO BITS-- AND CRUSH ALL OF THEM BENEATH TONS OF RUBBLE!

LOOK OUT! THE TOWER-- THERE'S NO TIME TO DODGE!



BUT THEN WITH A HALF-SECOND TO SPARE

WH--? SOME FORCE KNOCKED US OUT OF HARM'S WAY!

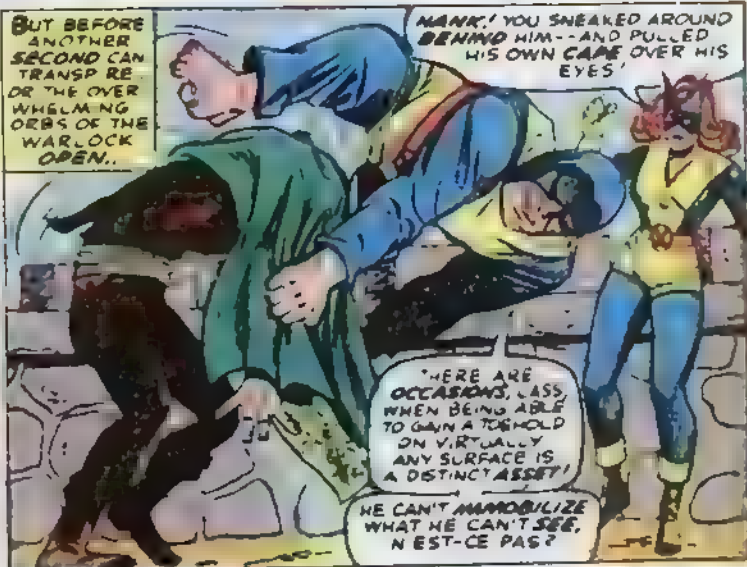
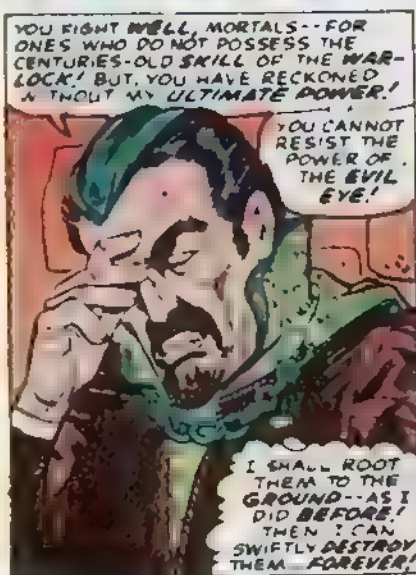
IT'S JEAN! SHE'S BROKEN THE WARLOCK'S HOLD ON HER SOMEHOW--AND MURDERED US TO SAFETY!

I ALWAYS DID LIKE THAT GAL!

THE FEELING IS MUTUAL, BOBBY

WHEN I SAW THOSE DEADLY PROJECTILES GOING TOWARDS YOU, I FINALLY CAME TO MY SENSES!

NOW WE CAN TAKE ON THAT MURDEROUS MUTANT--TOGETHER!



THEN, A FEW LOOSE ENDS ARE SWIFTLY KNOTTED BY BOBBY DRAKE...

THERE! THAT OUGHTTA KEEP THESE ARMOR-PLATED HOOBS UNDER WRAPS TILL THE STATE POLICE GET HERE!

TO THINK... THAT MUTANT MADMAN WANTED ME TO BE HIS QUEEN!

TALK ABOUT YOUR SAFER WORDS THAN DEATH!

A MONUMENTAL VICTORY HAS BEEN WON HERE TODAY--FOR WITHOUT THE POWERFUL BRAIN OF THE WARLOCK, HIS TIME-REVERSING MACHINE IS USELESS--AND THE WORLD OF HUMANS IS SAFE ONCE MORE!

BUT, WE CAN NEVER RELAX OUR VIGILANCE! FOR, THERE ARE OTHER EVIL MUTANTS--INCLUDING THOSE WHICH ARE UNDER THE DOMINATION OF DOCTOR THREE!

AND DON'T THINK YOU WON'T SEE MORE OF THAT BELL GERENT BROTHERHOOD IN FUTURE ISSUES! --SO-BE-IT STAN.

THUS AS AN UNWARY PLANET SLEEPS--LITTLE DREAMING OF THE DREAD DESTINY WHICH IT HAS SO NARROWLY ESCAPED--THE MOST UNIQUE FIGHTING TEAM OF ALL RETURNS TO THE WORLD OF HOMO SAPIENS...

THE IMPORTANT THING, THOUGH, IS THAT WE DID WIN--AND, THE WARLOCK IS BACK IN THE CONDITION WHERE HE BELONGS!

YOU KNOW, I THINK WE JUST FINISHED SAVING THE WORLD--AND I'M STILL NOT EXACTLY SURE WHAT HAPPENED!

BUT, PROFESSOR, CAN WE EVER BE CERTAIN THAT THIS TIME, MERLIN WILL SLEEP FOR A FULL MILLENNIUM?

IN LIFE WARREN, NOTHING IS COMPLETELY CERTAIN! WE MUST EVER BE ALERT FOR NEW DANGERS--AND FOR OLD!

ALAS, IT SOMETIMES OCCURS TO ME THAT SUPER-HEROING IS NOT THE MOST TRANQUIL OF AVOCATIONS!

I CAN'T HELP WONDERING SCOTT'S VOICE--HIS EVERY EXPRESSION--SEEMED SO TERRIBLY CONCERNED WHEN I WAS THE WARLOCK'S HOSTAGE!

COULD IT BE THAT HE DOES LOVE ME--BUT THAT, FOR SOME UNKNOWN REASON HE'S NEVER TOLD ME?

NO MATTER WHAT NEW THREAT MAY ARISE--JEAN'S SAFE! AND, NOTHING IN THE WORLD MEANS MORE TO ME THAN THAT!

20

NEXT ISM! THE FRIGHTENING FURY OF A MARVEL-OL'S NEW MENACE--THE COBALT MAN!!

NOTE: OUR LETTERS SECTION APPEARS AFTER NEXT PAGE...



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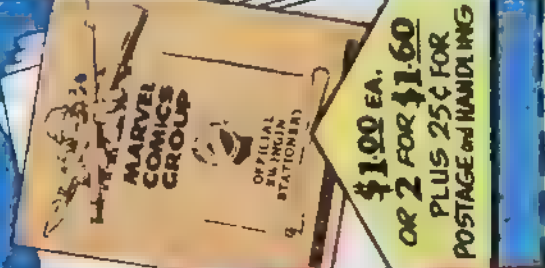
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ACT OF OCTOBER 3, 1917 (SECTION 4349,
TITLE 39, UNITED STATES CODE)

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2. Issue of: **October 1975**

3. Issue of: **October 1975**

4. Number of copies: **100,000**

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6. Name of the Editor: **Stan Lee**

7. Name of the Business Manager: **Stan Lee**

8. Name of the Circulation Manager: **Stan Lee**

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ADDRESS YOUR LETTERS TO:
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Dear Stan, Roy, and Werner,

First of all, I would like to congratulate every one of you on the superb job you're doing on the X-Men. Issue #27 was undoubtedly one of your better efforts. I was glad to see the inclusion of one of my favorite villains, the Puppet Master, up to his usual deviltry. Since he escaped at the end, I trust that he will return for a future bout with the X-Men. As for the Mimic, I hope you are not planning on making him deputy leader permanently. Of all the X-Men, only Scott is really qualified to serve as deputy leader to Professor X. The X-Men's new red belts are a great deal more colorful than the dull yellow ones they wore previously. Also, keep Marvel Girl's costume like it is now, as it makes her look more feminine.

Wally Daniels, 218 W. Seneca
Tampa, Fla. 33612

Will do, Wally! Glad you liked the Puppet Master, ol' buddy. If he doesn't return another couple of times (Wouldja believe a thousand?), no one will be more surprised than we! The Mimic, however, is a real enigma! No one knows what his fate will be — least of all us! It's hard to explain, but after a while these stories almost seem to write themselves — which is why we're never completely certain what's coming next — unless we've already written it! But, don't worry, Mr. D. — there's one thing you can always be positive of — no matter what we do, we're certain to make half our readers hate us! (And, since half of them probably already hate us, that'll leave us with none! Oh well . . . we've still got Honest Ivy!)

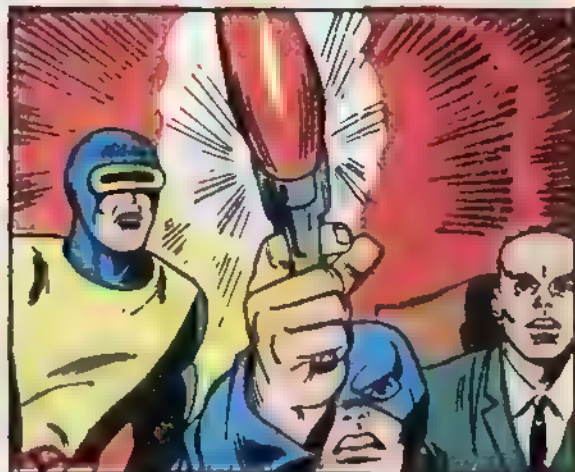
Dear Stan, Roy, and Werner,

The X-MEN, which is my second favorite after Spidey, wasn't up to par this month, I'm afraid. The only thing that can be said for #27 was the guest appearances of Spidey, Quicksilver and Scarlet Witch, and the F.F. (Well, their doll likenesses, anyway!) I think this was a cute idea, and one which I would like to see pursued in other mags. If I remember correctly, about two years ago, Jean had it bad for Warren, and Scott was the unnoticed one. What has happened since that time . . . like why the sudden switch? Also, in #27, why did you bother to make Warren a fallen Angel? (Sorry about that!) It added nothing whatever to the story, except to give us a little insight into his personality. Please tell me something before I go mad — you've stated in the past that Warren began to grow his wings at the age of 13. How, in the name of Marvel, did his parents fail to notice this "slight" difference in their son? I mean, six foot wings are not something a person can easily hide! By some chance, did you get the idea for the character of Angel from Ray Bradbury's story "Uncle Elias"? Just one last thing — what have I been doing wrong? I've lived in New York City all my life, I've gone to college in N.Y., to Broadway, Central Park, everywhere. So why haven't I been lucky enough to be in one of your inevitable crowds when Spidey or the X-Men come swinging by???

Judy Axelrod, 452 E. 95th St.
Brooklyn 12, N.Y.

You were, Judy! We saw you there ourselves, a few

weeks ago! But, you were too busy reading X-MEN to notice! Next time we'll tap you on the shoulder! As far as Angel's wings are concerned, we seem to remember explaining somewhere that he went to boarding school at an early age, which is why his parents didn't spot his feathery appendages! (— And if you ask why the gang at the boarding school didn't notice, we'll never talk to you again!)



Dear Stan, Roy, and Don,

Hurray for the Mimic! I was overjoyed by his return. He should stay with the X-Men. The possibilities for his future are endless. The changes in the X-Men's uniforms were for the better, especially Jean's head garb. Issue #27 was very good. It was a definite improvement over the preceding two issues. Since the Cerebro picks up mutants with special powers, it should pick up all mutants now alive and those newly born. Yet, the Cerebro picks up mutants suddenly as if they did not exist a few minutes before! The Cerebro seems to cover the entire world, or at least most of it. Therefore, many mutants should be registering all the time. If the coverage of the Cerebro is so large, how do these evil mutants get picked up by it so sporadically? And exactly what is the coverage of the Cerebro??

Dwight Higgins, 2211 Forest Oaks Dr.
Dallas 28, Tex.

We were hoping you wouldn't ask, Dwight! Oh well! — The way we figure it, Cerebro works on a spot-check principle, sending out beams at random. Naturally, it takes a little while for these constantly criss-crossing beams to zero-in on a menacing mutant. However, the closer any evil mutant comes to the school, the closer he gets to the source of the beam — meaning that it will pick him out quicker than if he were further away — even though Cerebro's coverage is actually worldwide! Hey! How about that? We actually answered

one! (We don't know how correct we are—but even a wrong answer isn't easy!)

Dear Stan, Roy, and Werner,

How about an issue where our heroes go on vacation and fight separately? Also, keep the Mimic in the X-MEN. I had written before to get rid of him, but I'm changing my mind.

Mark Squires, 217 So. Connecticut Ave.
Atlantic City, N.J.

Okay, Mark—we'll tear up your first letter and make a new entry in our Marvel computer's memory banks. As for our merry mutants going on vacation and fighting separately—we could never make so momentous a decision without months of discussion, analysis, and somber soul-searching. We'll put it at the top of the agenda for our next international conclave, lad, and as soon as a decision is reached, we'll announce it on these pages. (Of course, we may all be too old to care by then, but that's show biz!)

Dear Stan, Roy, and Werner,

All right, you guys—enough is enough! In F.F. #8 you showed the Puppet Master as he fell out of a 4 or 5 story window. Reed even said that they saw him lying on the ground. Then in STRANGE TALES #133 he's back again fighting the Human Torch and Thing. At the end of the battle he is turned into a statue by his ray. Now, in X-MEN #27, he's back alive and kicking! What's he got? Nine-lives? I know you guys have trouble keeping dead guys dead, but this is ridiculous! 'Nuff said!

Charles Ottosen, 109 Geneva St.
Medford, Ore. 97501

Rascally Roy says it isn't fair, Charlie! It was Sneaky Stan who left P.M. lying on the ground, and then later turned him into a statue—but now, just because Roy did what comes naturally and picked himself out a good villain, you (and a zillion other sharp-eyed Marvelites) have him on the spot again! So, it's up to us to save our swingin' scriptster—and the only way is for you frantic ones to send us your own explanations! A thankful Mr. Thomas will rush you your tarnish-proof no-prize by return no-mail! Okay?



Dear Stan, Roy, and Werner,

Man, those amazing mutants are taking over Marvel-dom. The X-Men are the greatest characters since Little Orphan Annie came to town. I read every issue printed and #27 was the ut-utmost. I really go for a combination of dramatic drama, suspenseful suspense, and lovely love. (Everybody can't be perfect.) I've never commented adversely before, but one knock can't do any harm—or can it? Well, anyhow, I always liked the idea of the big bad super-villains appearing several times for revenge—or maybe even for a homecoming party. In issue #27 I realized you seldom do this. It seems to me that you should do this more often. I'd like to see some oldies like the Blob, Unus, and Magneto. Well, here's to your health—till Scott gets contact lenses!

Robert Levy, 63-09 108th St. (3L)
Forest Hills, N.Y.

Thank you, Bobby boy! Say! What an idea! That may be just what he needs—contact lenses! If only we could find an old villain who had been an optometrist and bring him back, we could grant both your wishes! But, till then—Face Front!—You never know when Magneto will be dropping in for tea!

Dear Stan, Roy, and Werner,

Here I am sitting in my house writing to you from the cold country known as Canada. And, in case you didn't know it—Canada is also the country of X-Men readers! Funny I should mention the X-Men—'cause all I can say for them is WOW! X-Men #27 was the best issue I've ever read, and, having read 20 issues of that mag, I think I know what I'm talking about! Roy Thomas has now become as good a writer as Stan. (Don't feel bad, Stan.) The X-Men is by far your best comic. I liked the return of the Mimic, and I hope very much that he becomes an X-Man. The red belts are good, but I don't think much of Marvel Girl's new head-piece. Oh, and I liked the idea of having Spidey, Wanda, and Quicksilver as guest stars. Please give us more guest stars in the future. And continue stories for at least three issues—that's an order! I guess I'm the millionth one to tell you, but bring back Magneto! Now, until the next time the Prof goes to the Barber Shop—I'll be writing you.

P.S.: Don't forget that an X-Man a day keeps bad mutants away!

Ron Liberman, 32 Crispin Cres.
Willowdale, Ont., Canada

That's a pretty swiny little slogan you tossed at us, Ron! Given enough time, a thing like that could become almost as popular as the Edsel! Glad you feel that Roy is becoming such a sterling scripter—and, don't feel too bad about Stan—he's not the least bit upset. He only pasted that picture of the Rollicking One on his dart-board for laughs!

Dear Stan, Roy, and Werner,

How in the name of good common sense could you make the Mimic the new deputy leader? The Mimic? The X-Men's most deadly foe? Verily, doth the shock still cast an aura of sadness about me. It wasn't bad enough that Marvel Girl had to leave, but you must also cause dissension among two X-Men. Cyclops beams Angel by accident and resigns because he is unsure of his motives. He lost a certain amount of self respect when he resigned. Like a man, he should have continued to shoulder the responsibility just like he had in the past. Cyclops has always been my favorite, but his actions threw the spotlight on Angel, causing him to emerge as the hero who saved the day. At first, I began to suspect that Marvel Girl would return on a permanent basis, but after issue #27, I now realize that I have hoped in vain. She is becoming more used to being just plain Jean Grey. I implore you to bring her back. The best thing about #27 was the new costumes. I love the new styles—I only wish I could say the same for the rest of the mag. No criminal on Earth or elsewhere has damaged and demoralized the X-Men greater than two mortal enemies—Roy's pen and Stan's editing! S. Gorman, P.O. Box 971
Dalhart, Tex. 79022

Whew! We should'a quit while we were ahead! Anyway, since Roy's pen and Stan's editing are at fault, we can always get Roy another pen—but what do we do about Smiley? Where do you get another "editing"? At least you liked the new costumes, S.G.—so we're not a complete failure! If everybody feels the way you do, perhaps we can turn this into a successful fashion mag! Naw, probably not—can'tcha just picture the Beast in a pair of hip-huggers? And one other thing before we commit hara-kiri—don't give up on Cyclops too quickly—we have a hunch he'll be getting back in your good graces before you know it—and then you can find something else to needle us about! But, keep the flame ever burning, faithful one—we still love ya!

NEXT ISH: You've never seen a villain like the cataclysmic Cobalt Man! (He may purposely look a bit like one of our harassed heroes—but you never saw a baddie like 'im!) And, in answer to about a zillion rabid requests (most of them from Scotty Summers), you'll see the scintillatin' Cyclops and the magnificent Marvel Girl battle as a team—while the high-flying Angel goes searching for a new romantic interest (and finds her, natch!). In short, we've got a brimmin' bushelful of changes and surprises coming up for you in the next big issue of THE X-MEN—if we can just remember them long enough to put 'em into action! They're outta sight, Marvelites!

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